

股東大會簡介

SUMMARISED REPORT OF THE GENERAL MEETING

本公司於二零零三年六月九日在公司住所召開了二零零二年度股東周年大會，出席本次股東大會的股東（包括股東代理人）人數為 12 人，出席本次股東大會的股東所代表的股份總數為 223,427,000 股，佔本公司股本總額的 48.9%，本次股東大會的召開符合《中華人民共和國公司法》、《關於境外上市公司 1995 年召開股東年會和修改公司章程若干問題的通知》和本公司《公司章程》等有關規定。大會由副董事長魯省民先生主持。本次股東大會通過了下列普通決議案。

- (i) 批准二零零二年度董事會報告；
- (ii) 批准二零零二年度監事會報告；
- (iii) 批准二零零二年度經審核的財務報告；
- (iv) 批准二零零二年度利潤分配方案；
- (v) 審議並通過二零零三年度利潤分配政策；
- (vi) 審議並通過續聘信永中和會計師事務所和羅兵咸永道會計師事務所為二零零三年度之境內外核數師，並授權董事會確定其酬金；
- (vii) 批准二零零三年度董事、監事酬金的議案；
- (viii) 關於增補戴慶駿先生為本公司獨立董事的議案。

決議公告於二零零三年六月十日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

選舉、更換公司董事、監事情況見上述「**董事、監事、高級管理人員和員工情況**」

The 2002 Annual General Meeting ("AGM") of the Company was held at the Company's registered office on 9 June 2003, those attending, were 12 shareholders and proxies, representing a total number of 223,427,000 shares and accounting for 48.9% of the Company's total share capital. The AGM was convened in compliance with the provisions of the Company Law of the PRC, the Notice for Matters Concerned in respect of 1995 Annual General Meeting and Amendments to the Articles of Associates of the Overseas Listed Companies as well as the Articles of Association of the Company (the "Articles of Association"). The following ordinary resolutions were passed at the AGM:

- (i) To approve the report of Directors for the year 2002;
- (ii) To approve the report of the Supervisory Committee for the year 2002;
- (iii) To approve the audited financial statements of the Company for the year 2002;
- (iv) To approve the profit appropriation report of the Company for the year 2002;
- (v) To approve the profit appropriation policy of the Company for the year 2003;
- (vi) To approve the re-appointment of PricewaterhouseCoopers (Certified Public Accountants in Hong Kong) and Shine Wing (Certified Public Accountants in the PRC) as the international and domestic auditors respectively for the year 2003 and authorize the Directors to determine the auditors' remuneration;
- (vii) To approve the remuneration of Directors and Supervisors for the year 2003;
- (viii) To elect Mr. Dai Qingjun as a new independent non-executive director.

An announcement of the above resolutions was published in the domestic newspaper, Securities Times, as well as Hong Kong newspapers, Wen Wei Po and The Standard, on 10 June 2003.

The election and replacement of Directors and Supervisors are listed in the above section headed "**DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF**".